

CROWELL RICHARD B  
Form 4  
May 04, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CROWELL RICHARD B

2. Issuer Name and Ticker or Trading Symbol  
CLECO CORP [CNL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 5000  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PINEVILLE, LA 71361-5000

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$1.00 par	05/03/2010		A <sup>(1)</sup>		568 A \$ 27.75	33,142 <sup>(2)</sup>	D
Common Stock, \$1.00 par	05/03/2010		M		7,500 A <sup>(3)</sup>	40,642	D
Common Stock, \$1.00 par						79,676	I By LLC, trusts and spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Outside Director Stock Option (4)	\$ 22.6875	05/03/2010		X	5,000	04/27/2001 04/27/2011	Common Stock, \$1.00 par	5,000
Outside Director Stock Option (4)	\$ 22.25	05/03/2010		X	2,500	07/27/2001 07/27/2011	Common Stock, \$1.00 par	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWELL RICHARD B P.O. BOX 5000 PINEVILLE, LA 71361-5000	X			

## Signatures

Judy P. Miller, Atty-in-fact for Richard B. Crowell  
05/04/2010

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person has elected to receive his compensation as a member of the Company's Board of Directors in the form of Company stock.

(2) Does not include the following shares which Mr. Crowell disclaims beneficial ownership of: 8,319 shares held in trust for the benefit of the reporting person's son and daughter; 22,439 shares held in trust for the benefit of the reporting person's son; 22,344 shares held in trust for the benefit of the reporting person's daughter; 31,266 shares held by the reporting person's son; 1,000 shares held in trust for the benefit of the reporting person's grandson; 35,196 shares held by the reporting person's daughter; 8,090 shares held by the reporting person's daughter-in-law; 1,290 shares held by the reporting person's son-in-law; and 1,290 shares held in trust for the benefit of the reporting person's grandson.

(3) 5,000 shares at @ \$22.6875 and 2,500 shares at \$22.2500.

(4) Right to buy granted under the Company's 2000 Long-Term Incentive Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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